

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

**Ref. Docket No. 47**

**NOTICE OF FILING OF REVISED ASSET PURCHASE AGREEMENT**

**PLEASE TAKE NOTICE** that, on December 7, 2022, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Motion for Entry of (A) an Order (I) Approving Bidding Procedures in Connection with the Sale of the Debtors’ Assets and Related Bid Protections, (II) Approving Form and Manner of Notice, (III) Scheduling Auction and Sale Hearing, (IV) Authorizing Procedures Governing Assumption and Assignment of Certain Contracts and Unexpired Leases, and (V) Granting Related Relief; and (B) an Order (I) Approving Purchase Agreements, and (II) Authorizing a Sale Free and Clear of All Liens, Claims, Encumbrances, and Other Interests* [Docket No. 47] (the “Motion”).<sup>2</sup>

**PLEASE TAKE FUTHER NOTICE** that attached to the Motion as Exhibit B is the Stalking Horse Agreement. Following execution of the Stalking Horse Agreement, the Debtors and the Stalking Horse Bidder made certain changes to the Stalking Horse Agreement.

**PLEASE TAKE FURTHER NOTICE** that attached hereto as **Exhibit 1** is a revised form of the Stalking Horse Agreement (the “Revised Stalking Horse Agreement”). For the convenience

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have their meaning given to them in the Motion.

of the Court and interested parties, attached hereto as **Exhibit 2** is a blackline reflecting the changes made in the Revised Stalking Horse Agreement.

**PLEASE TAKE FURTHER NOTICE** that the Debtors reserve all rights to further revise the Revised Stalking Horse Agreement at or prior to the Sale Hearing.

Dated: December 22, 2022  
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Allison S. Mielke

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*Proposed Counsel to the Debtors and  
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